

**APPENDIX 14 – MEMORANDUM OF ASSOCIATION – QUEEN MARGARET
UNIVERSITY EDINBURGH – FEB 2008**

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

QUEEN MARGARET UNIVERSITY, EDINBURGH

(Company Number SC7335)

- I The name of the Company is "QUEEN MARGARET UNIVERSITY, EDINBURGH"¹ (hereinafter called "the College").
- II The Registered Office of the College shall be situate in Scotland.
- III The objects for which the College is established are:-
- (1) To acquire the goodwill, business, property, effects and assets belonging to the former Edinburgh School of Cookery and Domestic Economy Limited, if and so far as the same may be legally vested in the College on the terms that for every share in the former College a debenture of similar nominal amount, bearing interest at the rate of 3.5% per centum per annum shall be transferred to the shareholders by the College and if thought fit that any share in the former College may be purchased or paid off at any price not exceeding the nominal amount of such share or that the said share or assets may be taken, and so that the amount paid for or in respect of any share in the former College may be raised on a debenture of the assets and undertaking of the College with such power, provisions and terms as the College may think fit, provided that the sick and bursary funds of the College shall not be invested in the debentures of the College.
- (2) To conduct, continue and carry on said business, to extend the same, and to promote, give and provide training and teaching, whether gratuitously or otherwise for professions concerned with health care, theatre arts, business management and information and to seek extensions of this provision to cognate areas; and in such other subjects as the Governing Body may decide from time to time: and to employ and train Lecturers and others for giving lectures, demonstrations, instructions and teaching in all such subjects.

¹ The name of the Company was changed from Queen Margaret University College, Edinburgh to Queen Margaret University, Edinburgh by special resolution passed on 13 December 2006 and by consent of the Privy Council dated 14 December 2006

- (3) To conduct Examinations and award Certificates of Proficiency for all or any of the said subjects pursuant to the Authority conferred on the College from time to time by the Privy Council.
- (4) To establish and maintain Boarding Houses or Residential Establishments or rooms for the accommodation and training of students, pupils or others for the purpose of enabling them to attend any Training Schools, Classes or Lectures, and to provide them with board, lodging, books, lights, medical attendance and other necessaries of convenience upon such terms, whether gratuitously or otherwise, as may seem expedient.
- (5) To acquire, purchase, feu, lease, erect, enlarge, alter, maintain and repair premises in one or more parts of the City of Edinburgh District or elsewhere in Scotland, and to acquire, purchase and hire furniture, apparatus, utensils, material, goods, effects and stock of every kind which may be required in carrying out the objects of the College and to manufacture, sell and dispose thereof, and also to let, lease or sell the whole or part of any property and effects of the College.
- (6) To borrow or raise money by Debenture or Bonds and Standard Securities or Mortgages or otherwise on the security of the property, effects and assets of the College as may from time to time be determined.
- (7) To make and carry into effect arrangements with respect to the Affiliation, Union of Interests, Co-operation or Amalgamation of the College either in whole or in part with any other Association having objects similar to or kindred with any of the objects of the College. Provided that such Association shall prohibit the payment of dividend or profit to its members, at least to the same extent as such payment is prohibited to Members of the College; and to co-operate in the teaching and study of any of the subjects hereinbefore mentioned with The Scottish Office Education Department, Secondary Educational Committees, School Boards and other Educational Authorities or Institutions, and with Regional or District Councils and Municipal and other Corporations or persons.
- (8) To grant and establish Bursaries, Scholarships and Prizes in any of the subjects hereinbefore mentioned, and to make payments towards the expenses of students.
- (9) To print, publish, buy and sell books, magazines and other publications relating to or for the purposes of the College, and to sell all other class materials of every description.
- (10) To acquire or establish and manage bureaus, work departments, educational registers and other means for procuring or furthering the employment of persons and to promote and encourage such employment.
- (11) To purchase from an insurance office, establish, maintain and carry on sick and pension funds for the benefit of any of the employees and to grant retiring allowances to the same. Provided that the College shall not do anything which would bring it within the provisions

of the Life Assurance Companies Act 1870 or amending Acts unless it shall comply with the provisions of those Acts.

- (12) To accept legacies, donations and endowments having for their objects or part thereof any object similar to any of those herein expressed, to manage such legacies, donations and endowments and to carry out and perform any trust or conditions attached thereto.
- (13) To invest the funds of the College or under its charge, and not immediately required, upon such Securities or Investments as may from time to time be determined in accordance with the Articles of Association.
- (14) To subscribe for or otherwise hold the whole or any part of the securities and interests of and in any companies and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon; provided always that all or any income derived from such investments and holdings shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association.
- (15) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance or any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (16) To do all other acts, deeds and things which may be necessary or expedient for or conducive or incident to the above purposes or any of them.

IV The Income and Property of the College wheresoever derived shall be applied solely towards the promotion of the objects of the College as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever, by way of profit to the Members of the College; provided that subject to the provisions hereinafter contained, nothing herein shall prevent the payment in good faith of remuneration to any Principal or Vice-Principal or to any other Members of the full-time academic staff, or to any member of the full-time non-academic staff, notwithstanding that they may be Members of the Governing Body of the College or of any Committee appointed by the Governing Body or to any Officers or Employees of the College, or to any Member of the College or other person, in return for any service actually rendered to the College. Provided further that no Member (other than the Principal, the Vice-Principal, any other members of the full-time academic staff, and any member of the full-time non-academic staff, who are members of the Governing Body) of the Governing Body of the College shall be appointed to any salaried office of the

College, or any office of the College paid by fees and that no remuneration shall be given by the College to any Member (other than the Principal, the Vice-Principal, any other member of the full-time non-academic staff, who are Members of the Governing Body) of the Governing Body except repayment of out-of-pocket expenses and interest on money lent or rent for premises demised to the College or (in the case of any Member of such Governing Body or of any Committee appointed thereby who holds office in a students' representative council or who is a student) except also payments by way of scholarship, bursary or other similar award out of the funds of the College wheresoever derived. Provided further that this provision shall not apply to any payment to any Railway, Gas, Electric Lighting, Water, Cable or Telephone Company of which a Member of the Governing Body may be a Member, or any other Company in which such Member shall not hold more than one-hundredth part of the Capital and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.

- (V) The liability of the Members is limited.
- (VI) Every Member of the College undertakes to contribute to the Assets of the College in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for the payment of the debts and liabilities of the College contracted before the time at which he ceases to be a Member, and of the cost, charges and expenses of winding up the College and for the adjustment of the rights of contributories amongst themselves, such amount as may be required not exceeding £0.50 pence.
- (VII) If, upon the winding up or dissolution of the College, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the College, but if and so far as effect can be given to the next provision shall be given or transferred to such other Institution or Institutions having objects similar to the objects of the College or any of them, and in such proportions as shall be determined by the Members of the College at or before the time of dissolution, and in default thereof, then to such other Institution or Institutions as aforesaid, and in such proportions as shall be determined by the Secretary of State for Scotland, and if and so far as effect cannot be given to such provision then to some Charitable Object.
- (VIII) True Accounts shall be kept of all sums of money received or expended by the College and the particulars of such receipts and expenditure, and of the property, credits and liabilities of the College and the Books of Accounts, shall be kept at the Registered Office of the College and (subject to any reasonable restrictions which may be imposed in accordance with the regulations of the College for the time being as to the time and manner of inspecting the same) shall be open to the inspection of the Members. Separate Accounts shall be kept of special Trust Funds or Funds devoted or appropriated for special purposes. Once at least in each year the Accounts shall be examined and brought to a balance, and the correctness of the balance ascertained by one or more properly certified Auditor or Auditors.

(IX) This Memorandum shall be construed with reference to the Companies Acts 1985 and 1989 and words used in this Memorandum shall have the same respective meanings as they have in the said Acts.